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*Proposed Attorneys for the Debtors
and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

EIGER BIOPHARMACEUTICALS, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-80040 (SGJ)

(Jointly Administered)

**NOTICE OF PROPOSED AMENDMENT
TO ZOKINVY STALKING HORSE ASSET PURCHASE
AGREEMENT AND PROPOSED FORM OF ZOKINVY SALE ORDER**

PLEASE TAKE NOTICE that, on April 1, 2024, the debtors and debtors in possession in the above-captioned chapter 11 cases (the “Debtors”) filed the *Debtors’ Motion for Entry of an Order (I)(A) Approving the Bid Procedures; (B) Authorizing the Debtors to Select Sentynl Therapeutics, Inc. as the Zokinvy Stalking Horse Purchaser & Approving Bid Protections; (C) Approving the Bid Protections Relating to the Remaining Assets Stalking Horse Purchaser(s),*

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are: Eiger BioPharmaceuticals, Inc. (1591); EBPI Merger Inc. (9986); EB Pharma LLC (8352); Eiger BioPharmaceuticals Europe Limited (N/A); and EigerBio Europe Limited (N/A). The Debtors’ service address is 2100 Ross Avenue, Dallas, Texas 75201.

if any; (D) Establishing Bid Deadlines, Auction(s), and Sale Hearing(s); (E) Approving the Form and Manner of Sale Notice; (F) Approving Assignment and Assumption Procedures; (G) Approving the Form and Manner of Potential Assumption and Assignment Notice; (II)(A) Authorizing the Sale of the Assets Free and Clear; and (B) Approving the Assumption and Assignment of Designated Contracts; And (III) Granting Related Relief [Docket No. 13] (the “Motion”).

PLEASE TAKE FURTHER NOTICE that, on April 5, 2024, the Court entered an order granting, in part, the Motion and approving the bid procedures (the “Bid Procedures”) annexed as Exhibit 1 to the order [Docket No. 94] (the “Bid Procedures Order”).² Attached to the Bid Procedures Order as Exhibit 2 was a certain asset purchase agreement between the Debtors and Sentyln Therapeutics, Inc. (the “Zokinvy Stalking Horse APA”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bid Procedures, the Debtors conducted the Auction for the Zokinvy Assets on April 17, 2024 at 9:30 a.m. (CT).³

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bid Procedures Order, Sentyln Therapeutics, Inc. (the “Zokinvy Stalking Horse Purchaser”) has been designated the Winning Bidder with a final bid during the Auction of a Base Price in the amount of \$46,100,000 less a credit in the amount of \$900,000 for the Termination Fee resulting in a net Base Price in the amount of \$45,200,000 (assuming a Closing on April 24, 2024).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Bid Procedures Order, Eton

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bid Procedures Order.

³ Further information on the Debtors’ marketing and sale process can be found in the *Supplemental Declaration of J. Scott Victor in Support of the Debtors’ Motion for the Sale of the Zokinvy Assets and Motion for Entry of the Final Order (I) Authorizing the Debtors to Use Cash Collateral; (II) Granting Adequate Protection to Prepetition Term Loan Secured Parties; and (III) Modifying the Automatic Stay* [Docket No. 141] (the “Supplemental Victor Declaration”).

Pharmaceuticals, Inc. (the “Eton”), has been designated the Backup Bidder with its bid during the Auction of a Base Price in the amount of \$46,000,000.

PLEASE TAKE FURTHER NOTICE that the Zokinvy Stalking Horse Purchaser seeks to purchase the Assets free and clear of liens, claims, encumbrances, and other interests (the “Zokinvy Sale Transaction”) on the terms set forth in the Zokinvy Stalking Horse APA.

PLEASE TAKE FURTHER NOTICE that attached as **Exhibit A** is a proposed amendment to the Zokinvy Stalking Horse APA (the “Zokinvy Stalking Horse APA Amendment”), which revises the Zokinvy Stalking Horse APA to provide, among other certain revisions, an updated Purchase Price as a result of the Auction.

PLEASE TAKE FURTHER NOTICE that attached as **Exhibit B** is a form of proposed order (the “Zokinvy Sale Order”) authorizing the Debtors and Zokinvy Stalking Horse Bidder to enter into the Amended Zokinvy Stalking Horse APA and consummate the Zokinvy Sale Transaction on the terms of the Zokinvy Stalking Horse Purchase Agreement, as amended.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek entry of the Zokinvy Sale Order at a hearing scheduled for **April 23, 2024, at 9:30 a.m. (CT)** before the Honorable Stacey G.C. Jernigan, United States Bankruptcy Judge for the Bankruptcy Court for the Northern District of Texas, Courtroom 1, floor 14, 1100 Commerce Street, Dallas, TX 75242-1496.

PLEASE TAKE FURTHER NOTICE that copies of the Motion and the Bid Procedures Order, as well as all related exhibits, including the Zokinvy Stalking Horse APA and this Notice and proposed Amended Zokinvy Stalking Horse APA are available by: (i) visiting the website of the Debtors’ claims, noticing, and solicitation agent, Kurtzman Carson Consultants LLC (“KCC”) at: <http://www.kccllc.net/eiger> (the “Case Website”), (ii) (888) 733-1544 (Toll-Free) or (310) 751-2638 (International), and/or (iii) emailing <https://kccllc.net/eiger/inquiry>; or (iv) for a fee via

PACER by visiting <http://ecf.txnb.uscourts.gov/>.

PLEASE TAKE FURTHER NOTICE that you may obtain additional information concerning these Chapter 11 Cases on the Case Website.

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Dated: April 22, 2024
Dallas, Texas

SIDLEY AUSTIN LLP

/s/ Thomas R. Califano

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Certificate of Service

I certify that on April 22, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Thomas R. Califano
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